

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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: In re : Chapter 11
: :
: DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
: :
: Debtors. : (Jointly Administered)
: :
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ORDER GRANTING EXPEDITED MOTION TO PERMIT OPPORTUNITY
FOR STATUTORY COMMITTEE MEMBERS
TO PARTICIPATE IN EXIT FINANCING SYNDICATION

("EXIT FINANCING PARTICIPATION ORDER")

Upon the expedited motion, dated December 28, 2007 (the "Motion"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") to permit the opportunity for Statutory Committee¹ members to participate in exit financing syndication; and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.

¹ Capitalized terms not otherwise defined herein shall have the meanings set forth in the Exit Financing Participation Motion.

2. Any member of the Statutory Committees may participate in any syndicate of lenders assembled to provide exit financing facilities for the Debtors' emergence from chapter 11 provided that any such Statutory Committee member, in advance of its participation, makes written disclosure of such potential participation to the Debtors, counsel to each of the Statutory Committees, and the United States Trustee.

3. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

4. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York
January __, 2008

UNITED STATES BANKRUPTCY JUDGE